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From:

Sent: Monday, April 16, 2012 8:52:59 AM

To:

Cc:

Subject: RE: retroactive statement

The designation of a member-manager as TMP on the partnership return is valid under the regulations. Thus the designation of _____ should be valid. It is unclear to me if you think there is any doubt as to this designation.

It is irrelevant who the TMP is of _____. Any documents that _____ signs would have to be signed by its current manager under state law rather than by its own TMP.

The TMP of a state law entity has no power, as TMP, to sign any document for the state law entity. So a current officer of _____ must sign. Retroactively is not an issue since it does not matter who used to be an officer of the TMP.

The TMP is a creature of statute whose powers are defined by statute. While a TMP has certain powers vis a vis the partners of the TEFRA partnership (such as extending their period for assessment) he generally has no power under the TMP statutory provisions to sign any document for the TEFRA entity itself.